

RECORDATION NO. 25460-D FILED

SEP 28 '06

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

September 28, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a TRLT-II to TILC Bill of Sale, dated as of September 28, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 25460.

The name and address of the party to the enclosed document are:

Seller: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, Texas 75207

[Buyer: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207]

A description of the railroad equipment covered by the enclosed document
is:

7 railcars: PLMX 137091, PLMX 137106, PLMX 137112, PLMX 137114,
PLMX 137116, PLMX 137121 and PLMX 137124.

A short summary of the document to appear in the index is:

TRLT-II to TILC Bill of Sale.

Also enclosed is a check in the amount of \$34.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Edward M. Luria".

Edward M. Luria

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

TRLT-II to TILC Bill of Sale

IN CONSIDERATION of the receipt and the sum of One Dollar (\$1.00), in hand paid, and for other good and valuable consideration, Trinity Rail Leasing Trust II ("Seller"), does hereby sell, assign, transfer and convey absolutely to Trinity Industries Leasing Company, a Delaware corporation ("Buyer"), all of Seller's right, title, and interest in and to the railway rolling stock more specifically described on Schedule 1 attached hereto and made a part hereof (the "Railcars"), and all appurtenant rights relating thereto.

Buyer agrees that the Railcars are conveyed by Seller and accepted by Buyer, "as-is," without any warranties, express or implied, as to the condition of the railcars or otherwise, including the warranties of merchantability or fitness for any particular purpose, and Seller hereby expressly disclaims all other warranties, express, statutory or implied, including without limitation the warranties of merchantability or fitness for any particular purpose. In no event shall Seller have any liability to Buyer for special, indirect, or consequential damages in connection with a breach of this Bill of Sale.

Dated this 28th day of September, 2006.

TRINITY RAIL LEASING TRUST II

By: Thomas Jardine
 Name: Thomas Jardine
 Title: Vice President

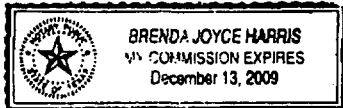
STATE OF Alabama
COUNTY OF Jefferson

SS:

On this ____ day of September, 2006, before me personally appeared Thomas Jardine, to me personally known, who being duly sworn, stated that he is Vice President Trinity Rail Leasing Trust II, that said instrument was signed on behalf of said entity by authority of its management or other governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

Brenda Joyce Harris
Notary Public

My Commission Expires:



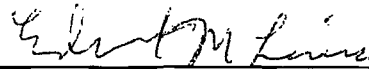
SCHEDULE 1

<u>Asset Mark</u>	<u>Leasee</u>
PLMX137091	Rail Investors I LLC
PLMX137106	Rail Investors I LLC
PLMX137112	Rail Investors I LLC
PLMX137114	Rail Investors I LLC
PLMX137116	Rail Investors I LLC
PLMX137121	Rail Investors I LLC
PLMX137124	Rail Investors I LLC

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 28, 2006

A handwritten signature in cursive script, appearing to read "Edward M. Luria", written over a horizontal line.

Edward M. Luria